

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLACKROCK ALLOCATION TARGET
SHARES: SERIES S PORTFOLIO, et al.,

Plaintiffs,

-against-

THE BANK OF NEW YORK MELLON,

Defendant.

Case No. 14-cv-09372-GBD

STIPULATION AND [REDACTED] ORDER REGARDING STAY OF PROCEEDINGS

WHEREAS, on November 24, 2014, Plaintiffs commenced this putative class action by filing a complaint against Defendant The Bank of New York Mellon (“BNYM”) for claims of breach of contract, violation of the Trust Indenture Act of 1939, breach of fiduciary duty, breach of duty of independence, and negligence (ECF No. 1) (the “Complaint”);

WHEREAS, on February 1, 2017, the Court issued an Amended Scheduling Order (ECF No. 118) governing amended pleadings, fact discovery, expert discovery, dispositive motions, final pretrial conference, joint pretrial order, and trial readiness (the “Pretrial Schedule”);

WHEREAS, on February 1, 2018, the Honorable Lorna G. Schofield issued an Opinion and Order in a related action, *BlackRock Balanced Capital Portfolio (FI), et al. v. HSBC Bank USA, N.A.* (“*BlackRock/HSBC*”), 14 Civ. 9366 (S.D.N.Y.), ECF No. 481, denying plaintiffs’ motion to certify a class, appoint plaintiffs as class representative, and appoint plaintiffs’ counsel as class counsel (the “HSBC Order”);

WHEREAS, on February 15, 2018, plaintiffs in *BlackRock/HSBC* filed a Petition for Permission to Appeal the HSBC Order pursuant to Federal Rule of Civil Procedure 23(f) to the United States Court of Appeals for the Second Circuit (the “Petition”);

WHEREAS, the parties agree that the Second Circuit’s determination of the Petition may impact discovery and pretrial matters in this action;

WHEREAS, the parties believe it beneficial to adjourn the deadlines in the Pretrial Schedule to conserve party, non-party and Court resources; and

WHEREAS, the parties agree, for purposes of judicial economy and efficiency (including the potential avoidance of substantial costs that may not be necessary), to adjourn the deadlines set forth in the Pretrial Schedule, as well as a stay of any class certification briefing and related

discovery, to allow sufficient time for the Second Circuit to decide the Petition and, if granted, the subsequent appeal of the HSBC Order.

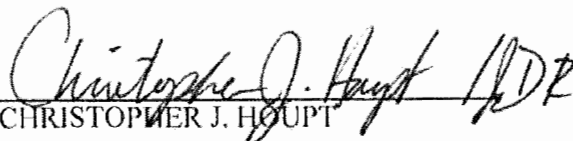
ACCORDINGLY, IT IS HEREBY STIPULATED AND AGREED by and among counsel for Plaintiffs and BNYM that:

1. All remaining pretrial deadlines, including fact discovery, expert discovery, and summary judgment motions set forth in the Pretrial Schedule, shall be stayed pending the Second Circuit's decision on the Petition and, if granted, the subsequent appeal of the HSBC Order;
2. The parties shall submit a proposed schedule for fact discovery, expert discovery, and summary judgment motions within two weeks of the Second Circuit's decision on the Petition or, if the Petition is granted, the subsequent appeal of the HSBC Order; and
3. This stipulation is without prejudice to either party's rights or ability to seek any further modification to the pretrial schedule or any briefing schedule.

Dated: March 23, 2018


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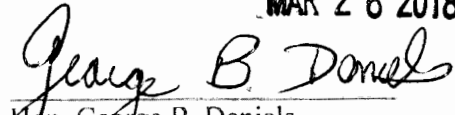
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SO ORDERED:

MAR 26 2018


Hon. George B. Daniels
United States District Judge